

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/05/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MetiSpace Holdings, Inc.		04/09/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	MetiSpace Technologies, Inc.		
Street Address:	2400 Research Boulevard		
Internal Address:	Suite 400		
City:	Rockville		
State/Country:	MARYLAND		
Postal Code:	20850		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	85874259	METISPACE TECHNOLOGIES, INC.	
Serial Number:	85874244	METISPACE	
CORRESPONDENCE DATA			
Fax Number:	2029555564		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	kimberly.hoover@hklaw.com		
Correspondent Name:	Kimberly Hoover		
Address Line 1:	800 17th Street NW		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20006		
ATTORNEY DOCKET NUMBER:	076781-1		
NAME OF SUBMITTER:	Kimberly Hoover, Legal Assistant		

OP \$65.00 85874259

Signature:	/Kimberly Hoover/
Date:	04/17/2013
Total Attachments: 8 source=Metispace merger document#page1.tif source=Metispace merger document#page2.tif source=Metispace merger document#page3.tif source=Metispace merger document#page4.tif source=Metispace merger document#page5.tif source=Metispace merger document#page6.tif source=Metispace merger document#page7.tif source=Metispace merger document#page8.tif	

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:33 PM 04/09/2013
FILED 03:33 PM 04/09/2013
SRV 130416363 - 3786484 FILE

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
METISPACE HOLDINGS, INC.
WITH AND INTO
METISPACE TECHNOLOGIES, INC.
(Pursuant to Section 253 of the Delaware General Corporation Law)

MetiSpace Holdings, Inc., a Delaware corporation organized and existing under the laws of the State of Delaware ("Holdings"), hereby certifies:

FIRST: MetiSpace Technologies, Inc. (the "Corporation") was incorporated on May 6, 2004, pursuant to the provisions of the Delaware General Corporation Law ("DGCL").

SECOND: MetiSpace Holdings, Inc., a corporation incorporated on March 8, 2013 pursuant to the DGCL owns all of the outstanding shares of common stock (the only outstanding class of stock) of the Corporation.

THIRD: MetiSpace Holdings, Inc., by resolution (the "Resolutions of Merger") duly adopted by unanimous written consent of its Board of Directors, dated April 5, 2013, determined to effect a merger of MetiSpace Holdings, Inc., with and into the Corporation, pursuant to Section 253 of the DGCL, in which the Corporation shall be the surviving corporation (the "Merger"). A true and correct copy of the Resolutions of Merger is attached hereto as Exhibit A and incorporated herein by reference and copies of any Resolutions of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporation. The Resolutions of Merger have not been amended, modified, rescinded or revoked and are in full force and effect on the date hereof.

THIRD: The name of the surviving corporation is MetiSpace Technologies, Inc., a Delaware corporation.

IN WITNESS WHEREOF, MetiSpace Holdings, Inc. has caused this Certificate of Ownership and Merger to be signed by an authorized officer, this 9th day of April, 2013.



Theresa Becch, President
MetiSpace Holdings, Inc.

EXHIBIT A- RESOLUTIONS OF MERGER

(Attached)

METISPACE HOLDINGS, INC.

JOINT UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS AND
STOCKHOLDERS

April 5, 2013

THE UNDERSIGNED, constituting all of the members of the Board of Directors (the "Board") of MetiSpace Holdings, Inc., a Delaware corporation (the "Corporation") and all the stockholders of the Corporation, do hereby consent to and adopt the following preamble, resolutions and actions pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL") and by execution hereof each director or stockholder hereby waives any notice to which such director or stockholder is or may be entitled with respect hereto and directs that the Secretary of the Corporation file with the minutes of the Corporation a copy of these resolutions:

WHEREAS, the Corporation, as sole stockholder, owns all of the outstanding shares of MetiSpace Technologies, Inc., a Delaware corporation ("MetiSpace Technologies");

WHEREAS, the Board has deemed it advisable that the Corporation be merged with and into the Corporation pursuant to Section 253 of the DGCL;

WHEREAS, the Board has recommended the merger to the Stockholders;

WHEREAS, the merger, as set forth in these resolutions, is consistent with the intent of the Stockholders.

NOW, THEREFORE, BE IT RESOLVED, that the proposed merger has been approved by a majority of the outstanding stock of the Corporation; and be it

FURTHER RESOLVED, that the Corporation be merged with and into MetiSpace Technologies pursuant to Section 253 of the DGCL (the "Merger"); and be it

FURTHER RESOLVED, that MetiSpace Technologies be the corporation surviving the merger and shall continue its corporate existence under the DGCL, and shall possess all of the rights and assets of the constituent corporations and be subject to, and be deemed to have hereby assumed, all the liabilities and obligations of each of the constituent corporations in accordance with the provisions of the DGCL; and be it

FURTHER RESOLVED, that by virtue of the Merger and without any action of the part of the holder thereof, each then outstanding share of common stock of the Corporation shall be converted, pro rata, pursuant to the stockholders' ownership interests in the Corporation, into MetiSpace Technologies, Inc. common stock; and be it

FURTHER RESOLVED, that by virtue of the Merger and without any action of the part of the holder thereof, each then outstanding share of common stock of MetiSpace Technologies, Inc. shall be cancelled and no consideration shall be issued in respect thereof; and be it

FURTHER RESOLVED, that the Certificate of Incorporation of MetiSpace Technologies, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the certificate of incorporation of the surviving corporation, until amended as provided by law; and be it

FURTHER RESOLVED, that the Bylaws of MetiSpace Technologies, as in effect immediately prior to the effective time of the Merger, shall be in full force and effect as the Bylaws of the surviving corporation until amended or repealed as therein provided; and be it

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Corporation, a Certificate of Ownership and Merger for the purposes of effecting the Merger and file the same in the office of the Secretary of State of the State of Delaware, and do all other acts and things that may be necessary or appropriate to carry out and effectuate the purpose and intent of the resolutions relating to the Merger.


[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned have executed this Joint Unanimous Written Consent as of the date first written above.

DIRECTORS:



Theresa Beech

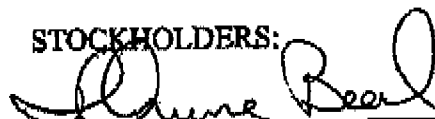


Ronald A. Luzier



Gonzalo Garcia Julian

STOCKHOLDERS:



Theresa Beech



Gonzalo Garcia Julian

RONALD ALLEN LUZIER REVOCABLE TRUST

By: 

Ronald A. Luzier, Trustee

METISPACE TECHNOLOGIES, INC.

**JOINT UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS AND
STOCKHOLDERS**

April 5, 2013

THE UNDERSIGNED, constituting all of the members of the Board of Directors (the "Board") of MetiSpace Technologies, Inc., a Delaware corporation (the "Corporation") and all the stockholders of the Corporation, do hereby consent to and adopt the following preamble, resolutions and actions pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL") and by execution hereof each director or stockholder hereby waives any notice to which such director or stockholder is or may be entitled with respect hereto and directs that the Secretary of the Corporation file with the minutes of the Corporation a copy of these resolutions:

WHEREAS, MetiSpace Holdings, Inc., a Delaware corporation ("Holdings"), is the sole stockholder, and owns all of the outstanding shares of the Corporation; and

WHEREAS, the Board has deemed it advisable that Holdings be merged with and into the Corporation pursuant to Section 253 of the DGCL;

WHEREAS, the Board has recommended the merger to the Stockholders.

WHEREAS, the merger, as set forth in these resolutions, is consistent with the intent of the Stockholders.

NOW, THEREFORE, BE IT RESOLVED, that the proposed merger has been approved by a majority of the outstanding stock of the Corporation; and be it

FURTHER RESOLVED, that the Corporation be merged with and into Holdings pursuant to Section 253 of the DGCL (the "Merger"); and be it

FURTHER RESOLVED, that MetiSpace Technologies, Inc. be the corporation surviving the merger and shall continue its corporate existence under the DGCL, and shall possess all of the rights and assets of the constituent corporations and be subject to, and be deemed to have hereby assumed, all the liabilities and obligations of each of the constituent corporations in accordance with the provisions of the DGCL; and be it

FURTHER RESOLVED, that by virtue of the Merger and without any action of the part of the holder thereof, each then outstanding share of common stock of Holdings shall be converted, pro rata, pursuant to the stockholders' ownership interests in the Corporation, into MetiSpace Technologies, Inc. common stock; and be it

FURTHER RESOLVED, that by virtue of the Merger and without any action of the part of the holder thereof, each then outstanding share of common stock of the Corporation shall be cancelled and no consideration shall be issued in respect thereof; and be it

FURTHER RESOLVED, that the Certificate of Incorporation of MetiSpace Technologies, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the certificate of incorporation of the surviving corporation, until amended as provided by law; and be it

FURTHER RESOLVED, that the Bylaws of MetiSpace Technologies, as in effect immediately prior to the effective time of the Merger, shall be in full force and effect as the Bylaws of the surviving corporation until amended or repealed as therein provided; and be it


FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Corporation, a Certificate of Ownership and Merger for the purposes of effecting the Merger and file the same in the office of the Secretary of State of the State of Delaware, and do all other acts and things that may be necessary or appropriate to carry out and effectuate the purpose and intent of the resolutions relating to the Merger.

[Signature Page to Follow]

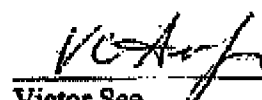
IN WITNESS WHEREOF, this Action is executed by each of the undersigned on the date first written above.


DIRECTORS:


Theresa Beech


Ronald A. Luzier



Gonzalo Garcia Julian


Victor See

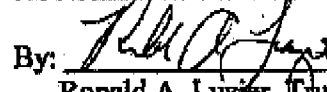

Robert Spearin

STOCKHOLDERS:


Theresa Beech


Gonzalo Garcia Julian

RONALD ALLEN LUZIER REVOCABLE TRUST

By: 
Ronald A. Luzier, Trustee